

BYLAWS OF VELA MICROBOARD ASSOCIATION OF B.C.

Part 1 – Definitions & Interpretation

Definitions

1.1 In these Bylaws, unless the context requires otherwise:

“**Act**” means the *Societies Act of British Columbia* as amended from time to time.

“**Directors**” means the directors or officers of the Society for the time being.

“**Bylaws**” means these Bylaws as altered from time to time.

“**Registered Address**” of a member means their address as recorded in the register of members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 The Society Act and Regulation take precedence over these bylaws in the case of a conflict.

Part 2 - Members

Membership

- 2.1 (a) Membership in the Society shall be open to any person, group, or organization that supports the Purposes of the Society as stated in the constitution and pays the required fee.
- (b) On being admitted to membership, upon request, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

Duties of members

2.2 Every member must uphold the constitution of the Society and must follow these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, is to be determined by the Directors.

Member not in good standing

2.4 A member that has been charged with conduct injurious to the Society, as defined in the Society’s Code of Conduct, will be considered to be not in good standing.

- 2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.
- 2.6 A member who is not in good standing may not participate in debate or vote at a general meeting.

Ending of membership

- 2.7 A person's membership in the Society ends if:
- (a) the person is not in good standing as outlined in 2.4 and the Board has sent a written letter to their last known address and/or email address to inform them they are not in good standing and their membership will end if they do not contact an officer of the Board within 30 days;
 - (b) the person is not in good standing as outlined in 2.5 for 6 consecutive months;
 - (c) the person becomes a contractor or an employee for the Society;
 - (d) the member delivers their resignation in writing to the secretary of the Society; or
 - (e) the member passes away.

Remuneration

- 2.8 The Society shall be carried on without purpose of gain for its member(s), and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be used for promoting its purpose.

Part 3 - General Meetings of Members

Time and place of general meetings

- 3.1
- (a) General meetings shall be held at the time and place the Board determines.
 - (b) General meetings may be held by conference call or other electronic means that allows all members taking part in the meeting to hear each other at the same time. Taking part in such a meeting means you are "present" at the meeting.
 - (c) An annual general meeting must be held once every calendar year and not more than fifteen months after the adjournment of the previous annual general meeting, and within six months after the end of the previous fiscal year.

Notice of general meeting

- 3.2
- (a) Notice of general meeting shall be given to every member shown on the register of members on the day notice is given.
 - (b) A notice may be given to a member either personally, by mail to their registered address, or by email.
 - (c) Notice shall be given no less than fourteen days and no more than sixty days prior to the general meeting for which the notice is being given.
 - (d) Notice of a general meeting shall specify the place, day, and hour of the meeting.
 - (e) The accidental omission to give notice of a meeting, or the non-receipt of a notice, to the members does not invalidate proceedings at that meeting.

Business at general meetings

- 3.3 (a) At a general meeting, the following business is ordinary business:
- (i) adoption of rules of order;
 - (ii) review of any financial statements of the Society presented to the meeting;
 - (iii) review of the reports, if any, of the directors or auditor;
 - (iv) election or appointment of directors;
 - (v) appointment of an auditor, if any;
 - (vi) business arising out of a report of the directors not requiring the passing of a special resolution.
- (b) All business transacted except those items listed in subsection (a) shall be considered special business.

Notice of special business

- 3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.5 The following people are entitled to preside as the chair of a general meeting:
- (a)
 - (i) the president;
 - (ii) the vice-president, if the president is unavailable; or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unavailable;
 - (b) an individual appointed by the Board.

Alternate chair of general meeting

- 3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.7 Business, other than the election of the chair of the meeting and the adjournment/ending of the meeting, must not be done at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.8 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at start of meeting

- 3.9 If a quorum of voting members is not present within 30 minutes from the time set for holding a general meeting:
- (a) the meeting is ended and will take place the same day in the next week, at the same time and place. When the meeting continues, if quorum is not present within 30

- minutes from the time set for holding the meeting, the voting members who are present are a quorum for that meeting; or
- (b) in the case of a meeting convened on the requisition of members, the meeting is terminated.

If quorum ceases to be present

- 3.10 If, during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned/ended.

Adjournments by chair

- 3.11 The chair of a general meeting may, or if so directed by the voting members at the meeting must, adjourn the meeting. No business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of an adjourned general meeting

- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be done at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Entitlement to vote

- 3.13 Each member in good standing present at a meeting of members is entitled to one vote.
- 3.14 A corporate member may vote by its authorized representative, who is entitled to speak, vote, and in all other respects exercise the rights of a member.

Methods of voting

- 3.15 (a) At a general meeting, voting must be by a show of hands, or by an electronic means that adequately discloses the intention of the members.
- (b) Resolutions proposed at a general meeting may be moved by the Chairperson.
- (c) In the case of an equality of votes, the resolution shall not pass.
- (d) The chairperson shall not have a second vote in addition to that which they may be entitled to as a member.

Announcement of result

- 3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.17 Proxy, indirect, and delegate voting are not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by

another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Nomination of Directors

- 4.1 (a) Any two members in good standing shall have the right to nominate a person to the Board of Directors, with the permission of the nominee.
- (b) Any member sixteen years of age or older in good standing may be nominated to the Board of Directors.

Individuals Disqualified as Directors

- 4.2 An individual is disqualified as a director if that individual:
- (a) is found by any court to be incapable;
- (b) has an undischarged bankruptcy;
- (c) has been convicted in or outside of BC of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
- (i) the court orders otherwise;
- (ii) 5 years have elapsed since the last to occur of:
- (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
- (B) full payment of any fine imposed;
- (C) the conclusion of the term of any imprisonment, and
- (D) the conclusion of the term of any probation imposed; or
- (iii) a pardon was granted or issued or a record of suspension was ordered under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Board Composition

- 4.3 (a) The Society must have no fewer than 5 and no more than 9 directors.
- (b) The composition of the board shall be guided by the approved terms of reference of the nominations committee.

Election or appointment of directors

- 4.4 (a) At each annual general meeting, the voting members in good standing must elect or appoint the directors by a simple majority of votes.
- (b) Not all positions on the Board of Directors shall be open for election at each annual general meeting.

Term of directors

- 4.5 (a) The term of office of elected members of the Board shall be two years.
- (b) No director shall serve longer than four consecutive terms (eight years).
- (c) Directors shall be eligible for re-election or re-appointment after one year's

retirement.

Directors may fill casual vacancy on Board

4.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.7 A director appointed by the Board to fill a vacancy holds office until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

Resignation of Directors

4.8 A resignation of a director must be in writing and state the day the resignation is to take effect.

Removal of Directors

4.9 A director may be removed from office by:

- (a) special resolution of the members; or
- (b) if any director is absent from three consecutive directors' meetings or more than fifty percent of directors' meetings within a twelve month period without a reason that is acceptable to the Board; or
- (c) if any director is found to be in breach of the Society's Code of Conduct, by a special resolution of the Board.

Remuneration

4.10 The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties.

Part 5 – Proceeding of Directors

Calling directors' meeting

5.1 A directors' meeting may be called by the president, executive director, or by any two other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 If notice is accidentally omitted or the director did not receive the notice, decisions made at the meeting still stand.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Decision making

- 5.5
- (a) All questions arising at directors' meetings will be decided by a majority of votes.
 - (b) Voting must be by a show of hands, an oral vote by roll call, fax, email, other electronic means or another method that adequately discloses the intention of the directors.
 - (c) A director's resolution may be passed by the directors without a meeting, by using a consent resolution, which is when the majority of the director's consent to the resolution in writing or by fax, email or any other electronic means.
 - (d) All resolutions proposed at a directors' meeting need to be moved and seconded by directors of the Society.
 - (e) In the case of an equality of votes, the resolution fails.

Quorum of directors

5.6 The quorum for the transaction of business at a directors' meeting is a simple majority of the directors.

Chair of directors' meeting

- 5.7 The following people are entitled to preside as the chair of a directors' meeting:
- (a)
 - (i) the president;
 - (ii) the vice-president, if the president is unavailable; or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unavailable;

Conflict of interest

- 5.8 When there is a conflict of interest the director must:
- (a) disclose the nature of the conflict;
 - (b) abstain from voting on the matter;
 - (c) remove themselves from the discussion of the matter unless requested by the directors to provide information; and
 - (d) remove themselves from the decision making around the matter.

Part 6 – Committees

Formation of Board Committees

- 6.1
- (a) The directors may delegate any, but not all, of their powers to committees consisting of such directors, staff, or volunteers as they see fit.
 - (b) At least one director shall serve on each committee struck.
 - (c) Committees so formed in subsection (a) shall conform to any rules that from time to time may be imposed upon them by the Board, and shall report every act

completed to the Board at the next directors' meeting held after the act has been done.

Chair of committee meetings

6.2 A committee shall elect a chairperson of its meetings; but if no chairperson is elected or available for a meeting the committee members present may appoint one of their number to act as chair of that meeting.

Conduct of committee meetings

6.3 The members of a committee may regulate their meetings and proceedings as they think fit.

Part 7 – Officer Positions

Election or appointment to officer positions

- 7.1 (a) Directors must be elected or appointed to the following officer positions:
- (i) president;
 - (ii) vice-president;
 - (iii) secretary;
 - (iv) treasurer.
- (b) Directors may be elected or appointed into other named positions as decided by the Board.
- (c) The director must consent in writing if they are not present at the meeting where they are elected or appointed.

Directors at large

7.2 All directors, even those in named positions, are directors at large.

Role of president

7.3 The president is the chair of the Board and is responsible for supervising the other directors in the completion of their duties.

Role of vice-president

7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 7.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Records to be kept

7.6 The Society shall keep all records in accordance with section 20 of the Act.

Location of records

7.7 In the case of written records they may be kept:

- (a) at the Society's registered address, or
- (b) by a directors' resolution be kept at another location.

7.8 In the case of electronic records they must be available for inspection:

- (a) at the society's registered office by means of a computer terminal or other electronic technology; or
- (b) by a director's resolution at another location by means of a computer terminal or other electronic technology.

Old records need not be kept

7.9 A Society is not required to keep a record under section 20 of the Act if:

- (a) the record is no longer relevant to the activities or internal affairs of the Society; and
- (b) 10 years have passed since the record was created or, if the record has been altered, since the record was last altered.

Absence of secretary from meeting

7.10 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

7.11 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 8 – Borrowing

Borrowing and debentures

8.1 In order to carry out the purposes of the Society the directors may raise or secure the payment or repayment of money, which may include taking on debentures, on behalf of and in the name of the Society.

Part 9 – Auditor

Appointment of Auditor

9.1 At each annual general meeting the auditor shall be appointed or re-appointed by ordinary resolution to hold office until he is re-elected or his successor is elected at the next annual general meeting.

Disqualification of Auditor

9.2 Any director, member, or employee of the Society shall be disqualified to act as auditor for the Society.

Removal of auditor during term

- 9.3 (a) The Society may remove an auditor during their term of office by ordinary resolution passed at a general meeting called for the purpose.
- (b) Before calling the general meeting referred to in subsection (a), the Society must send written notice to the auditor who is proposed to be removed and the members consisting of:
- (i) the proposed meeting date; and
 - (ii) all written materials being proposed to the members in connection with the meeting.

Right of auditor to attend meetings

9.4 The auditor is entitled to receive notice of, and attend general meetings.

Part 10 – Dissolution

- 10.1** (a) In the event of dissolution or winding up of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting the same objects as this Society, as may be determined by the members of the Society at the time of winding up or dissolution.
- (b) Upon wind-up or dissolution of the Society, the assets remaining after the payment of all costs, charges, and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the members of the Society.